

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
Debtors.	)	(Jointly Administered)
	)	<b>Re: Docket Nos. 7 &amp; 105</b>

**CERTIFICATION OF COUNSEL  
REGARDING MOTION OF DEBTORS FOR ENTRY  
OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE  
DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE  
EMPLOYEE BENEFITS PROGRAMS AND (II) GRANTING RELATED RELIEF**

The undersigned proposed counsel to Joann, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby certifies as follows:

1. On January 15, 2025, the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 7] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit B was a proposed form of order granting the relief requested in the Motion on a final basis (the “Final Order”).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

2. On January 16, 2025, the Court held a hearing to consider the relief requested in the Motion on an interim basis and subsequently entered the *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 105] (the “Interim Order”).

3. Pursuant to the Interim Order, a final hearing on the Motion was set to be held on February 11, 2025, at 2:00 p.m. (prevailing Eastern Time) and any objections or responses to entry of the Final Order were to be filed and served on the undersigned proposed counsel by February 4, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Official Committee of Unsecured Creditors (the “Committee”), whose deadline was extended to February 6, 2025 at 5:00 p.m. (prevailing Eastern Time).

4. Prior to the Objection Deadline, the Debtors received informal comments to the Motion and proposed Final Order from the Office of the United States Trustee (the “U.S. Trustee”), the Committee, counsel to the Prepetition ABL Agent, and counsel to the Prepetition FILO Agent.

5. The Debtors have not received any other objections or other informal comments to the Motion and Final Order.

6. The Debtors revised the proposed Final Order to address the informal comments received from counsel to the Committee, the U.S. Trustee, the Prepetition ABL Agent, and counsel to the FILO Agent and the parties agreed to a revised Final Order, a copy of which is attached hereto as **Exhibit 1** (the “Revised Final Order”).

7. A blackline comparing the Revised Final Order against the Final Order is attached hereto as **Exhibit 2**.

8. The Debtors respectfully request that the Court enter the Revised Final Order at its earliest convenience.

Dated: February 7, 2025  
Wilmington, Delaware  
*/s/ Patrick J. Reilley*

---

**COLE SCHOTZ P.C.**

Patrick J. Reilley (No. 4451)  
Stacy L. Newman (No. 5044)  
Michael E. Fitzpatrick (No. 6797)  
Jack M. Dougherty (No. 6784)  
500 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
Email: preilley@coleschotz.com  
snewman@coleschotz.com  
mfitzpatrick@coleschotz.com  
jdougherty@coleschotz.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)  
Aparna Yenamandra, P.C. (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: joshua.sussberg@kirkland.com  
aparna.yenamandra@kirkland.com

- and -

Anup Sathy, P.C. (admitted *pro hac vice*)  
Jeffrey Michalik (admitted *pro hac vice*)  
Lindsey Blumenthal (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: anup.sathy@kirkland.com  
jeff.michalik@kirkland.com  
lindsey.blumenthal@kirkland.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*